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OFFICE OF THE SECRETARIAT



ICE FUTURES U.S.

World Financial Center
One North End Avenue
New York, New York 10282

BY ELECTRONIC TRANSMISSION

Submission No. 08-10
February 14, 2008

Mr. David Stawick
Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581

**Re: Amendments to the Cocoa Rule 9.18(i) and Cocoa Resolution No. 7 -
Submission Pursuant to Section 5c(c)(1) of the Act and Regulation 40.6**

Dear Mr. Stawick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended, and Commission Regulation 40.6, ICE Futures U.S., Inc. ("Exchange") submits, by written certification, amendments to Cocoa Rule 9.18(i) and Cocoa Resolution No. 7, attached as Exhibit A.

One set of amendments to Cocoa Grading Rule 9.18(i) incorporate the provisions of Cocoa Resolution No. 7 which describe the procedures to be used when a Lot of cocoa does not meet the Count requirement. Since the Count requirement is part of the grading procedures, including the provisions of the Resolution in the grading rule puts all of the procedures in one place. As a corollary, the amendments to Cocoa Resolution No. 7 delete the Resolution.

In addition, the second set of amendments to Rule 9.18(i) clarify that all deliverable growths that do not meet the requirements or descriptions contained in Groups A or B must meet the requirements of Group C.

The Exchange certifies that the amendments comply with the requirements of the Commodity Exchange Act and the rules and regulations promulgated thereunder.

The amendments were adopted by the Exchange's Board of Directors on February 13, 2008 and shall go into effect on Tuesday, February 19, 2008. No substantive opposing views were expressed by members or others with respect to the amendments.

If you have any questions or need further information, please contact me at 212-748-4021 or jason.fusco@theice.com.

Sincerely,

Jason V. Fusco
Assistant General Counsel
& Market Regulation Counsel

cc: Riva Adriance
Thomas Leahy
CFTC, Division of Market Oversight
Allen Cooper
CFTC, New York Regional Office

(In the text of the amendment below, additions are underlined and deletions are bracketed and lined out.)

Rule 9.18. Grading Cocoa for Exchange Delivery

* * *

(b) The Growth, Description, Condition, Count and Grade of Cocoa which may be delivered on an Exchange Futures Contract are as follows:

(i) *Growth and Description*

The following Growths and Descriptions of Cocoa, as such Growths and Descriptions may from time to time be known in the trade, may be delivered at the premiums or at par as indicated below:

* * *

Group C—At Par

Bolivia

Haiti

Indonesia-Sulawesi

Malaysia

Para (Brazil)

Peru and all other growths not presently specified [~~above~~] in Groups A, B or C.

* * *

(iii) *Count*

* * *

(3) When a Lot of cocoa does not meet the Count requirement for the class set forth in its Sampling Order, the Lot shall be rejected, the grading process stopped, and the submitter advised of the rejection and the reason for such rejection. Thereafter, the submitter may present another Sampling Order to the Exchange noting the next lower (or higher) class and payment of the appropriate fee, whereupon the cocoa shall be graded in accordance with the Rules.

[REMAINDER OF RULE UNCHANGED]

No. 7 [~~Grading Procedure When Cocoa Does Not Meet Count Requirement (Rule 9.18)] Reserved~~

[~~WHEREAS, Rule 9.18 states that Cocoa exceeding the maximum Count of its class is deliverable at the next lower class and Count requirement; and~~

~~WHEREAS, the Board of Governors wishes to clarify Exchange grading procedures when a Lot of cocoa does not meet the Count requirement for the class stated in the Sampling Order;~~

~~NOW, THEREFORE BE IT RESOLVED; when a Lot of cocoa does not meet the Count requirement for the class set forth in its Sampling Order the Lot shall be rejected, the grading process stopped, and the submitter advised of the rejection and the reason for such rejection. Thereafter, the submitter may present another Sampling Order to the Exchange noting the next lower (or higher) class and payment of the appropriate fee, whereupon the cocoa shall be graded in accordance with the Rules.]~~

EXHIBIT A